

USA Capital

2nd Trust Deed Investment

Borrower: Southern California Land Development, LLC
The borrower is a joint venture between USA Investment Partners, and Monaco Diversified Corporation.

Loan Amount: \$4,250,000

Rate: 16.0% (net)

Term: 12 months

Loan to Value: The combined loan to value of both the first and the second on the property is approximately 67% estimated from comparables sales of lots in the area. An appraisal update is in process.

Collateral: Second Deed of Trust on 7 different parcels totaling approximately 60.5 acres of land in Hesperia, California near Main Street and Interstate 15.

The Project: The loan will provide the borrower with a return of equity invested as well as satisfy development and construction lender requirements and provide for the balance of the hardscape and provide model home furnishings. The project has projected 350 units with lots size of approximately 6,100 square feet.

Guarantees: The loan will be guaranteed by the principals of the borrower - Tom Hantges and Joe Milanowski. The principals in the transaction have a combined net worth in excess of \$97 million as of 6-30-04.

USA Capital
702-734-2400

Licensed by the State of Nevada Division of Mortgage Lending
USA Commercial Mortgage Company 4484 S. Pecos Rd, Las Vegas NV 89121

License #MB 333 3/7/2005

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

EXHIBIT B